

## **The nomination committee's proposal for the annual general meeting 2023 regarding instructions to the nomination committee**

The nomination committee proposes the following instructions, without change in all material respects, to the nomination committee.

The nomination committee shall be composed of the chairman of the board of directors together with one representative of each of the four largest shareholders, based on ownership in the company as of Thursday 31 August 2023. Should any of the four largest shareholders renounce its right to appoint one representative to the nomination committee, such right shall transfer to the shareholder who then in turn, after these four, is the largest shareholder in the company. The board of directors shall convene the nomination committee. The member representing the largest shareholder shall be appointed chairman of the nomination committee, unless the nomination committee unanimously appoints someone else.

Should a shareholder having appointed a representative to the nomination committee no longer be among the four largest shareholders at a point in time falling three months before the annual general meeting at the latest, the representative appointed by such shareholder shall resign and the shareholder who is then among the four largest shareholders shall have the right to appoint one representative to the nomination committee. Unless there are specific reasons otherwise, the already established composition of the nomination committee shall, however, remain unchanged in case such change in the ownership is only marginal or occurs during the three-month period prior to the annual general meeting. Where a shareholder has become one of the four largest shareholders due to a material change in the ownership at a point in time falling later than three months before the annual general meeting, such shareholder shall however in any event have the right to take part of the work of the nomination committee and participate at its meetings. Should a member resign from the nomination committee before his or her work is completed, the shareholder who has appointed such member shall appoint a new member, unless that shareholder is no longer one of the four largest shareholders, in which case the largest shareholder in turn shall appoint the substitute member in accordance with the procedure set out above. A shareholder who has appointed a representative to the nomination committee shall have the right to discharge such representative and appoint a new representative.

Each representative of the nomination committee is to consider carefully whether there is any conflict of interest or other circumstance that makes membership of the nomination committee inappropriate before accepting the assignment.

Changes to the composition of the nomination committee shall be announced immediately. The term of the office for the nomination committee ends when the next nomination committee has been appointed.

The nomination committee's assignment shall be to present proposals to the annual general meeting regarding chairman of the general meeting, number of members of the board of directors, members of the board of directors, chairman of the board of directors, remuneration to the members of the board of directors, distinguished between the chairman of the board of directors and other members of the board directors and any remuneration for committee work, auditors (if applicable), remuneration to the auditors and other duties as set out in the Swedish Corporate Governance Code.



If needed, the company shall pay reasonable costs for external consultants that the nomination committee deems necessary in order for the nomination committee to be able to fulfil its assignment.

---

Stockholm in March 2023  
Medicover AB (publ)  
The nomination committee